

OKARMA JEROME D
Form 4
October 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OKARMA JEROME D

(Last) (First) (Middle)

5757 N. GREEN BAY
AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction
(Month/Day/Year)

10/01/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Secretary & Gen. Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	64,657 ⁽¹⁾	D	
Common Stock					37,112.632 ⁽²⁾	I	By 401(k) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2010		A		87,000		10/01/2012 ⁽³⁾	10/01/2020	Common Stock
Phantom Stock Units/Retirement Restoration Plan	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock
Phantom Stock Units/Restricted Stock Grant	⁽⁷⁾							⁽⁷⁾	⁽⁷⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.4325							11/20/2004	11/20/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 17.5167							11/19/2005	11/19/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 20.5633							11/17/2006	11/17/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.5617							11/16/2007	11/16/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965							10/02/2008	10/02/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21							10/01/2009	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79							10/01/2010	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87							10/01/2011	10/01/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKARMA JEROME D 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			VP, Secretary & Gen. Counsel	

Signatures

Angela M. Blair, Attorney-in-Fact for Jerome D.
Okarma

10/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 12,750 shares of restricted stock which vest on 11/1/2011.

The number of underlying securities is based on the stock fund balance on September 30, 2010. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on a September 30, 2010, stock fund price of \$30.50 per share, and includes a company match of 252.751 shares on February 16, 2010.

(3) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.

(5) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. The units are payable in cash following the reporting person's retirement from the issuer, and may be transferred by the reporting person into an alternative investment account.

(6) Includes 107.651 phantom stock units acquired through reinvestment of dividends on April 5, July 2 and October 4, 2010 at prices ranging from \$26.88 to \$33.10 per phantom stock unit.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's Restricted Stock.

(8) Includes 425.652 phantom stock units acquired through reinvestment of dividends on April 5, July 2 and October 4, 2010, at prices ranging from \$26.88 to \$33.10 per phantom stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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